

FISHERMAN BAY PROGRESS ASSOCIATION INCORPORATED

CONSTITUTION

1. NAME

The name of the incorporated association is Fisherman Bay Progress Association Incorporated referred to herein as 'the association'.

2. DEFINITION

- 'Committee' means the committee of management of the association;
- 'Executive Committee' means the Chairperson, Secretary and Treasurer;
- 'Association' mean Fisherman Bay Progress Association Incorporated;
- 'General meeting' means a general meeting of members of the association convened in accordance with these rules;
- 'Member' means a member of the association;
- 'Community' means Fisherman Bay community;
- 'The Act' means the Associations Incorporation Act 1985 'special resolution' means a special resolution defined in the Act
- 'Council' means the District Council of Barunga West.

3. OBJECTIVES

The objects of this Association are:

- a. To promote the Fisherman Bay area through community events;
- b. To bring together the Community for the purpose of improving social and cultural experience through events and activities;
- c. To provide the Community with a body to coordinate with Council on any repairs and maintenance to the Fisherman Bay area.
- d. To provide a forum to discuss and coordinate projects directed at improving the Fisherman Bay area.
- e. Raise funds for the benefit, improvement and promotion of the Community.

4. POWERS OF THE ASSOCIATION

The association shall have all the powers conferred by section 25 of the Act.

The Association shall also have the following powers and responsibilities:

- a. Raise, receive and spending of revenue;
- b. Liaise with Council, private companies and individuals;
- c. Enter into contract for the supply of goods or services to facilitate the better performance of it functions and as set out in a budget approved by the Committee.
- d. The power to enter into contracts to facilitate the better performance of its aims and objectives provided, however, that the Association may not make a loan or donation to any person without the prior approval of the Members of the Association;
- e. Print and publish any information by any media including newsletters, newspapers, articles or leaflets for promotion of the Association;
- f. Provide gifts and prizes in accordance with the objects of the Association and;
- g. Organise social events for members and the promotion of the club.
- f. No payment for the purpose not authorized by the budget of the Association may be made unless by the Executive Committee.

5. MEMBERSHIP

Membership is open to any person who wishes to further the interest of the Association. Each person admitted to membership shall be bound by the constitution of the Association.

Date last reviewed: December 2018.

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a. Subscription Membership.

- i. A membership fee determined by the Committee will be paid annually at the time of the Annual General Meeting or no more than three months after. Membership shall entitle Fisherman Bay lease-holders, property owners and partner there-of to one (1) vote per premises. A maximum of two (2) votes per premises shall be allowed upon the additional membership payment to all another party to be a member.
- ii. No membership shall be transferrable. A Member shall be deemed to be un-financial upon non-payment of the annual membership fee as set by the Members by the due date. An un-financial member shall cease to be a Member of the Association and forfeit all rights and privileges afforded to Members until the fee is paid.
- iii. Any Member with the approval of the Committee may appoint another person (a Member of the Association) to be a substitute Member in their place during such period as they think fits. Any person while they hold office as a substitute Member shall be entitled to notice of meetings of the Association and to attend and vote there-at accordingly. A substitute Member shall vacate office if the appointer vacates office as a Member or removes the appointee from office. Any appointment or removal shall be effected by notice in writing under the hand of the Member making the same.
- iv. The notice appointing a substitute Member shall be delivered to and received by the Secretary not less than forty-eight (48) hours before the meeting at which the person named in the notice proposes to vote and in default the notice appointment shall not be treated as valid.

5.2 Life Membership

Life membership of the Association may be conferred as the following:

- a. For service on the Committee of the Association as:
 - a. An Officer – Chairperson, Secretary, Treasurer;
 - b. Appointed for special project responsibilities;
 - c. Years of service.
- b. Any special services rendered to the Association by any member or former member, or any other person not being a member but whose services to the Association is deemed to be one that is worthy of consideration for Life Membership.
- c. Any nominations for Life Membership are to be submitted to the Committee for referral to an Annual General Meeting of the Association for consideration.
- d. Any conferment of Life Membership is to be approved by a two third majority of Members present and voting at a General Meeting of the Association.

5.3 Resignations

A member may resign from membership of the association by giving written notice to the secretary or public officer of the association. Any resigning member shall be liable for any outstanding subscriptions which may be recovered as a debt due to the association.

5.4 Expulsion

In the event a member of the Association being expelled;

- a. Subject to giving a member an opportunity to be heard or to make a written submission, the committee may resolve to expel a member upon a charge of misconduct detrimental to the interests of the association.
- b. Particulars of the charge shall be communicated to the member at least one month before the meeting of the committee at which the matter will be determined.

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- c. The determination of the committee shall be communicated to the member, and in the event of an adverse determination the member shall, (subject to 5.3.4 below), cease to be a member 14 days after the committee has communicated its determination to the member.
- d. It shall be open to a member to appeal the expulsion to the association at a general meeting. The intention to appeal shall be communicated to the secretary or public officer of the association within 14 days after the determination of the committee has been communicated to the member.
- e. In the event of an appeal under 5d above, the appellant's membership of the association shall not be terminated unless the determination of the committee to expel the member is upheld by the members of the association in general meeting after the appellant has been heard by the members of the association, and in such event membership will be terminated at the date of the general meeting at which the determination of the committee is upheld.

5.5 Register of members

A register of member shall be kept and contain;

- a. The name and address, phone number and email address of each member;
- b. The date on which each member was admitted to the association.

6. THE COMMITTEE

The committee being members nominated and voted for at the Annual General Meeting by a majority to manage and represent the Association.

6.1. Powers and duties.

- a. The affairs of the association shall be managed and controlled by a committee which, in addition to any powers and authorities conferred by these rules, may exercise all such powers and do all such things as are within the objects of the association, and are not by the Act or by these rules required to be done by the association in general meeting.
- b. The committee has the management and control of the funds and other property of the association.
- c. The committee shall have authority to interpret the meaning of these rules and any other matter relating to the affairs of the association on which these rules are silent.
- d. The committee shall appoint a public officer as required by the Act.

6.2. Appointment

- a. The committee shall be comprised of a chairperson, secretary, treasurer and *five* committee members.
- b. A committee member shall be a natural person.
- c. At each subsequent annual general meeting one half of the members of the committee, being the longest serving members, shall retire.
- d. A retiring committee member shall be eligible to stand for re-election without nomination. Appointments will be made on the day of the Annual General Meeting.
- e. Notice of all persons seeking election to the committee shall be given to all members of the association with the notice calling the meeting at which the election is to take place.
- f. The committee may appoint a person to fill a casual vacancy, and such a committee member shall hold office until the next annual general meeting of the association and shall be eligible for election to the committee without nomination.
- g. Terms of appointment will be two (2) years.

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6.3 Proceedings of committee

- a. **The committee shall meet together for the dispatch of business on a needs basis no less than quarterly.**
- b. Questions arising at any meeting of the committee shall be decided by a majority of votes, and in the event of **equality of votes the chairperson shall have a casting vote in addition to a deliberative vote.**
- c. A quorum for a meeting of the committee shall be one half of the members of the committee.
- d. A member of the committee having a direct or indirect pecuniary interest in a contract or proposed contract with the association must disclose the nature and extent of that interest to the committee as required by the Act, and shall not vote with respect to that contract or proposed contract. The member of the committee must disclose the nature and extent of his or her interest in the contract at the next annual general meeting of the association.

6.4 Disqualification of committee member

The office of a committee member shall become vacant if a committee member is:

- Disqualified from being a committee member by the Act
- Expelled as a member under these rules
- Permanently incapacitated by ill health
- Absent without apology from more than **three (4)** meetings in a financial year
- No longer the duly appointed representative of a corporate member.

7. THE SEAL

The seal of the Association shall be kept in the custody of the Secretary. All documents requiring the affixing of the seal of the Association shall be attested by one seal holder and the Chairperson or Secretary of the Association. The seal shall not be affixed to any document except by authority of the Committee.

8. GENERAL MEETINGS

8.1 Annual General Meeting.

- a. The Association shall hold the Annual General Meeting each year no later than January 31.
- b. The order of the business at the meeting shall be:
 - a. The confirmation of the minutes of the previous annual general meeting and of any special general meeting held since that meeting;
 - b. The consideration of the accounts and reports of the committee;
 - c. The election of committee members.
 - d. The appointment of an auditor (if required)
 - d. Any other business requiring consideration by the association in general meeting.

8.2 Special General Meeting

- a. The committee may call a special general meeting of the association at any time.
- b. Upon a requisition in writing of not less than 5%, (in some cases a lesser or greater percent may be appropriate or it may be on requisition of a specific number of members) of the total number of members of the association, the committee shall, within one month of the receipt of the requisition, convene a special general meeting for the purpose specified in the requisition.

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- c. Every requisition for a special general meeting shall be signed by the relevant members and shall state the purpose of the meeting.
- d. If a special general meeting is not convened within one month, as required by 8.2b above, the requisitionists, or at least 50% of their number, may convene a special general meeting. Such a meeting shall be convened in the same manner as nearly as practical as a meeting convened by the committee, and for this purpose the committee shall ensure that the requisitionists are supplied free of charge with particulars of the members entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such a meeting shall be borne by the association.

8.3 Notice of general meeting.

- a. Subject to 8.3b, at least 14 days notice of any general meeting shall be given to members. The notice shall set out where and when the meeting will be held, and particulars of the nature and order of the business to be transacted at the meeting.
- b. Notice of a meeting at which a special resolution is to be proposed shall be given at least 21 days prior to the date of the meeting.
- c. A notice may be given by the association to any member by serving the member with the notice personally, by email, or by sending it by post to the address appearing in the register of members. (See rule 5.5.)
- d. Where a notice is sent by post:
 - i. The service is effected by properly addressing, prepaying and posting a letter or packet containing the notice, and
 - ii. Unless the contrary is proved, service will be taken to have been effected at the time at which the letter or packet would be delivered in the ordinary course of post.

8.4 Proceedings at general meetings

- a. **Eight members (a lesser or greater number may be appropriate depending upon the size of the membership) present personally shall constitute a quorum for the transaction of business at any general meeting.**
- b. If within 30 minutes after the time appointed for the meeting a quorum of members is not present, a meeting convened upon the requisition if members shall lapse. In any other case, the meeting shall stand adjourned to the same day in the next week, at the same time and place and if at such adjourned meeting a quorum is not present within 30 minutes of the time appointed for the meeting the members present shall form a quorum.
- c. Subject to 8.4d, the chairperson shall preside as chairperson at a general meeting of the association.
- d. If the chairperson is not present within five minutes after the time appointed for holding the meeting, or he or she is present but declines to take or retires from the chair, or members may choose a committee member or one of their own number to be the chairperson of that meeting.

8.5 Voting at general meetings

- a. Subject to these rules, every member of the association has only one vote at a meeting of the association.
- b. Subject to these rules, a question for decision at a general meeting, other than a special resolution, must be determined by a majority of members who vote in person, **no proxies allowed at any meetings.**
- c. Unless a poll is demanded by at least five members, a question for decision at a general meeting must be determined by a show of hands.

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- d. A member being a body corporate is not entitled to appoint a person (proxy) to represent them.

8.6 Poll at general meetings

- a. If a poll is demanded by at least five members, it must be conducted in a manner specified by the person presiding and the result of the poll is the resolution of the meeting on that question.
- b. A poll demanded for the election of a person presiding or on a question of adjournment must be taken immediately, but any other poll may be conducted at any time before the close of the meeting.

8.7 Special and ordinary resolutions

- a. A special resolution as defined in the Act. A clause can be included repeating the definition in section 3 of the Act.
- b. An ordinary resolution is a resolution passed by a simple majority at a general meeting.

8.8 Proxies

Proxy votes will not be accepted.

9. MINUTES

- 9.1 Proper minutes of all proceedings of Annual General, Special, Committee or Executive Committee meetings of the association shall be entered within one month after the relevant meeting in minute books kept for the purpose.
- 9.2 The minutes kept pursuant to this rule shall be signed by the chairperson at the next succeeding meeting at which the minutes are confirmed.
- 9.3 Where minutes are entered and signed they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at a meeting shall be deemed to be valid.

10. FINANCIAL REPORTING

- 10.1 The Treasurer will be responsible for all matters related to the finance of the Association.
- 10.2 The income and property of the Association shall be applied solely towards the promotion of the aims and objectives of the Association.
- 10.3 By 31st May of each year the Committee shall adopt a budget for the following financial year
- 10.4 All accounts must be passed for payment by the Committee and all cheques and orders shall be signed by any two (2) signatories of the Association, and E.F.T. payments shall be approved by two (2) members of the committee.
- 10.5 No member of the Committee or Executive Committee shall financially benefit from the income or property of the Association.

11. PROHIBITION AGAINST SECURING PROFITS FOR MEMBERS

The income and capital of the association shall be applied exclusively to the promotion of its objects and no portion shall be paid or distributed directly or indirectly to members or their associates except as bona fide remuneration of a member for services rendered or expenses incurred on behalf of the association. Section 55 of the Act provides a prohibition against securing profits for members.

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12. DISSOLUTION OF THE ASSOCIATION

The Association may at any time, by giving at least 60 days notice to all Members prior to an Annual General Meeting or a special meeting advising that dissolution is to be considered. A special resolution of the Association is passed by a majority of not less than three quarters of such members of the Association as, being entitled to do so, vote in person, resolve to dissolve the Association.

13. APPLICATION OF SURPLUS ASSETS

All assets and property, which the Association owns, cares for, controls or manages shall be and remain the property of the Association. In the event that the Association shall dissolve, the Association may, by a resolution at a special meeting called for this purpose, and carried with an absolute majority of Members, transfer the assets and property of the Association to another organisation that is situated within the area of Fisherman Bay, and have the same or similar aims and objectives as those of the Association.

14. RULES

- 14.1 These rules may be altered (including an alteration to the association's name) by special resolution of the members of the association by at least three quarters of the number of Members at a meeting of the Association voting in the affirmative. This includes rescission or replacement by substitute rules.
- 14.2 Notice for rules to be altered is to be given to Members of the Association at least twenty-one (21) days prior to the meeting, which it is to be considered.
- 14.3 The alteration shall be registered with Consumer and Business Services, Corporate Affairs Commission, as required by the Act.
- 14.4 The registered rules shall bind the association and every member to the same extent as if they have respectively signed and sealed them, and agreed to be bound by all of the provisions thereof.
- 14.5 The Act provides that an alteration to a rule may be made by special resolution of the association unless other provision is made in the rules.
- 14.6 Note requirements of Section 24(6) Registration Of Alteration To Rules/Change Of Name Application and 24(7) Statutory Declaration Verifying Alterations To Rules/Change Of Name:
Subject to any provision in the rules or a resolution to the contrary, an alteration to the rules comes into force at the time that the alteration is passed. This does not apply to an alteration to the name of the association which does not come into force until registered by Consumer and Business Services, Corporate Services Commission.
- 14.7 The Association must, within one month (the prescribed time) after making an alteration to a rule, register the alteration with Consumer and Business Services.

<p>This is the annexure marked 'A' referred in the statutory declaration of : (name of person making the declaration)</p> <p>Made on the (day of) (month) 20 (year)</p> <p>Before me (Justice of the Peace signature)</p>
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